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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

September 2, 2014

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of August 29, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease previously filed under Recordation Number 17028-M.

The names and addresses of the parties to the enclosed document are:

| | |
|-----------|--|
| Assignor: | Wells Fargo Equipment Finance, Inc., d/b/a Midwest Railcar Capital Equipment Company 4949 Autumn Oaks Drive Maryville, IL 62062 |
| Assignee: | Midwest Railcar Corporation 4949 Autumn Oaks Drive Maryville, IL 62062 |
| [Lessee: | BNSF Railway Company, f/k/a Burlington Northern Railroad Company 2500 Lou Menk Drive, Fort Worth, TX 76131] |

Section Chief
September 2, 2014
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A description of the railroad equipment covered by the enclosed document is:

223 gondola railcars: BNSF 699100, BNSF 699101 and within the series BNSF 665000 – BNSF 665237 (not including identified casualties) (previously bearing BN reporting marks and road numbers) as more particularly set forth on the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF LEASE (this "Memorandum") dated as of August 29, 2014 is between WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY (the "Assignor") and MIDWEST RAILCAR CORPORATION (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Assignor, as successor lessor, and BNSF Railway Company (formerly known as Burlington Northern Railroad Company), a Delaware corporation, as lessee (the "Lessee"), are parties to that certain Equipment Lease Agreement (BN 1990 D) dated as of September 14, 1990, as amended by the Lease Amendment No. 1 (BN 1990 D) dated as of September 28, 1990 between the Assignor, as successor lessor, and the Lessee, as lessee, and by the Omnibus Amendment (BN 1990 D) dated as of September 26, 2007 and the Omnibus Agreement (BN 1990 D) dated as of March 29, 2012, each by and among the Lessee, the Assignor, BN Leasing Corporation, Wilmington Trust Company, as owner trustee, and U.S. Bank National Association, as indenture trustee and pass through trustee (as amended, collectively, the "Lease Agreement"), and Lease Supplement No. 2 dated as of March 27, 2012 to the Lease Agreement between the Assignor, as successor lessor, and the Lessee, as lessee ("Lease Supplement No. 2"; the Lease Agreement, solely to the extent incorporated by reference into the Lease Supplement No. 2, and the Lease Supplement No. 2, are hereinafter collectively referred to as the "Lease"), pursuant to which the Assignor is leasing 226 railcars more particularly described in Exhibit A hereto. The Lease Agreement was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) under registration number 17028 pursuant to Section 11303 of Title 49 of the United States Code (now known as Section 11301 of Title 49 of the United States Code).

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor has assigned to the Assignee the rights of the Assignor under the Lease and the other Lease Documents (as defined in therein). The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO EQUIPMENT FINANCE, INC.
d/b/a MIDWEST RAILCAR CAPITAL
EQUIPMENT COMPANY
("Assignor")

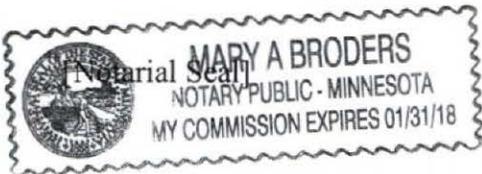
By: Renee Bakos (SEAL)
Renee Bakos
AVP, Contract Analyst

STATE OF MN)
) SS:
COUNTY OF Hennepin)

The foregoing Memorandum of Assignment of Lease was acknowledged before me, the undersigned Notary Public, in the County of Hennepin this 26 day of August, 2014 by Renee Bakos, as an AVP of WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota corporation.

Mary A. Broders
Notary Public

My commission expires: 1/31/18



DESCRIPTION OF RAILCARS

Two-hundred twenty-three (223) gondola railcars bearing the following car marks and numbers:

| <u>Old Reporting Mark and Road Numbers</u> | <u>New Reporting Mark and Road Numbers</u> |
|--|--|
| BN 533401 | BNSF 699100 |
| BN 533402 through 533635 | BNSF 665000 through 665233 |
| BN 533636 | BNSF 699101 |
| BN 533637 through 533640 | BNSF 665234 through 665237 |

Omitting the following report marks and numbers:

| <u>Old Reporting Mark and Road Numbers</u> | <u>New Reporting Mark and Road Numbers</u> |
|--|--|
| BN 533402 | BNSF 665000 |
| BN 533411 | BNSF 665009 |
| BN 533413 | BNSF 665011 |
| BN 533415 | BNSF 665013 |
| BN 533426 | * |
| BN 533433 | BNSF 665031 |
| BN 533446 | BNSF 665044 |
| BN 533484 | BNSF 665082 |
| BN 533493 | * |
| BN 533501 | BNSF 665099 |
| BN 533507 | BNSF 665105 |
| BN 533542 | BNSF 665140 |
| BN 533505 | * |
| BN 533560 | BNSF 665158 |
| BN 533590 | BNSF 665188 |
| BN 533611 | * |
| BN 533635 | BNSF 665233 |

* BNSF number not assigned; railcar was destroyed under the old reporting BN mark and number

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: September 2, 2014

Edward M. Luria

Edward M. Luria